

GREENBRIER **LEASING COMPANY LLC**

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

November 9, 2009

RECORDATION NO 25548-E FILED

NOV 12 '09

3-50 PM

SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Amendment No. 1 dated as of May 1, 2009 to Memorandum of Lease Agreement for Schedule No. 1 dated as of March 24, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated as of March 24, 2005, which was duly filed and recorded on April 20, 2005 and assigned Recordation Number 25548.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Georgia Power Company
333 Piedmont Avenue, NE
Bin 10171
Atlanta, GA 30308

A description of the railroad equipment covered by the enclosed document is:

One hundred twenty-three (123) Autoflood III railcars bearing MBKX reporting marks, numbered as more particularly set forth in the schedule attached to the document.

Ms. Anne K. Quinlan
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A short summary of the enclosed document to appear in the Board's Index is:

Amendment No. 1 to Memorandum of Lease Agreement for Schedule No. 1.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with a large initial "S" and "G".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

NOV 12 '09

3-50 PM

SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1 DATED MAY 1, 2009

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

***GREENBRIER LEASING COMPANY LLC,
As successor to Mitsui Rail Capital, LLC ("LESSOR")***

AND

GEORGIA POWER COMPANY ("LESSEE")

SCHEDULE NO. 1

MARCH 24, 2005

This Amendment No. 1 is dated as of May 1, 2009, and is made by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, as successor to Mitsui Rail Capital, LLC ("Lessor"), and Georgia Power Company, a Georgia corporation ("Lessee"), and amends that certain Memorandum of Lease dated March 24, 2005, between Lessor and Lessee (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of one hundred twenty-four (124) 2005-built Autoflood III railcars, bearing marks and numbers MBKX 5001 through MBKX 5128, non-inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment dated May 1, 2009 to the underlying lease reflecting the removal of seven (7) railcars and the addition of six (6) railcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred twenty-three (123) Freightcar America Autoflood IIIs, marked and numbered as set forth on the Railcar List attached hereto as Exhibit A.

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

GEORGIA POWER COMPANY

BY: J. T. Sharp

BY: John D. Sills

NAME: J. T. Sharp

NAME: John D. Sills

TITLE: President

TITLE: Acting Fuel Manager

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) SS.

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On this 6th day of November, 2009, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that ~~she~~ is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Aneri Charles Gruher
NOTARY PUBLIC FOR OREGON
My commission expires: 11-8-2009

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) ss.

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On this 2 day of October, 2009, before me personally appeared John D. Sills, to me personally known, who being by me duly sworn, says that s/he is the Acting Fuel Manager of Georgia Power Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Angela C. Cady
NOTARY PUBLIC

My commission expires: ~~Notary Public, Clayton County, Georgia~~
Angela Canty
My Commission Expires July 15, 2013

EXHIBIT A**RAILCAR LIST**

Mark	Number	Mark	Number	Mark	Number	Mark	Number
MBKX	5001	MBKX	5035	MBKX	5068	MBKX	5101
MBKX	5002	MBKX	5036	MBKX	5069	MBKX	5102
MBKX	5003	MBKX	5037	MBKX	5070	MBKX	5103
MBKX	5004	MBKX	5038	MBKX	5071	MBKX	5104
MBKX	5005	MBKX	5039	MBKX	5072	MBKX	5106
MBKX	5006	MBKX	5040	MBKX	5073	MBKX	5107
MBKX	5007	MBKX	5041	MBKX	5074	MBKX	5108
MBKX	5009	MBKX	5042	MBKX	5075	MBKX	5109
MBKX	5010	MBKX	5043	MBKX	5076	MBKX	5111
MBKX	5012	MBKX	5044	MBKX	5077	MBKX	5112
MBKX	5014	MBKX	5045	MBKX	5078	MBKX	5113
MBKX	5015	MBKX	5046	MBKX	5079	MBKX	5114
MBKX	5016	MBKX	5047	MBKX	5080	MBKX	5115
MBKX	5017	MBKX	5048	MBKX	5081	MBKX	5116
MBKX	5018	MBKX	5049	MBKX	5082	MBKX	5117
MBKX	5019	MBKX	5050	MBKX	5083	MBKX	5119
MBKX	5020	MBKX	5051	MBKX	5084	MBKX	5120
MBKX	5021	MBKX	5052	MBKX	5085	MBKX	5121
MBKX	5022	MBKX	5053	MBKX	5086	MBKX	5122
MBKX	5023	MBKX	5054	MBKX	5087	MBKX	5123
MBKX	5024	MBKX	5055	MBKX	5088	MBKX	5124
MBKX	5025	MBKX	5056	MBKX	5089	MBKX	5125
MBKX	5026	MBKX	5057	MBKX	5090	MBKX	5126
MBKX	5027	MBKX	5058	MBKX	5092	MBKX	5128
MBKX	5028	MBKX	5060	MBKX	5093	MBKX	5168
MBKX	5029	MBKX	5061	MBKX	5095	MBKX	5172
MBKX	5030	MBKX	5062	MBKX	5096	MBKX	5180
MBKX	5031	MBKX	5064	MBKX	5097	MBKX	5183
MBKX	5032	MBKX	5065	MBKX	5098	MBKX	5235
MBKX	5033	MBKX	5066	MBKX	5099	MBKX	5245
MBKX	5034	MBKX	5067	MBKX	5100	Total	123 Cars